

MINUTES OF THE COMMISSION MEETING HELD APRIL 2, 2024

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:03 a.m. on Tuesday, April 2, 2024 at the Central Office located in Middletown, Pennsylvania. Available via telephone were William K. Lieberman, Vice Chair; Dr. Keith Leaphart, Secretary Treasurer; Pasquale T. Deon, Sr., Commissioner; and Michael Rebert, Acting Deputy Secretary for Highway Administration.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig Shuey, Chief Operating Officer; Brad Heigel, Chief Engineer; Catherine Clements-Jenkins, Director of Diversity & Inclusion; Doreen McCall, Chief Counsel; Kelli Roberts, Chief Strategy and Communications Officer; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via telephone); Robert Taylor, Chief Technology Officer; Stacia Ritter, Esq.; Asst. Chief Operating Officer/Toll Collection; Tom Macchione, Director of Traffic Engineering and Operations; Tom Porter, Michael Baker Int'l; and Jeff Naugle, Manager of Treasury Operations/Asst. Secretary Treasurer.

Others available via telephone were Ann Louise Edwards, Cash Manager; Crispin Havener, Media Communications Specialist; Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO/Financial Administration (in person); Gina Murray, Manager of Professional Services Procurement; Holly Herdman, Debt & Derivatives Manager; Jason Falchek, Unified Technology Solutions Architect (in person); Johnathan Harmon, Consultant (in person); Kelly Horvath, Executive Administrative Assistant (in person); Holly Herdman, Debt and Derivatives Manger; Laura Arneson, Manager of Insurance & Risk Services (in person); Nerma Peco, Financial Anaylst (in person); Paul Dangleman, Manager of ETC Service & Revenue Enforce (in person); Robert Crippen, Senior Claims Administrator (in person); Stephanie Newbury, Senior Procurement Specialist; Steve Marroni, Communications Specialist (in person); Bernie Bydlon, N&W; Brian Kimmett, RTC (in person); Brian Watkins, Markosky; Camille Evans, Endow Law; Crystalann Deardorff, Susquehanna Civil; Dan Laird, GAI; Ed Reese, GPD Group; Harry Sigley, CMTS LLC (in person); Jeff Davis, TranSystems; John Nicholson, WSP; Joe Romano, LDG; Jennie Louwerse, WSP; Ken Olup, Hill Int'l; Mike House, M&M; Michele Donaghy, T.Y. Lin; Paul McNamee, KCI; Roger Eaton, HDR; Seemon Georges, GPI; Stefan Gombas, EADS Group; Steve Barber, Michael Baker Int'l (in person); and T. Allison.



Vice Chair Lieberman led the Commissioners, staff and visitors in the Pledge of Allegiance.



The Asst. Secretary Treasurer, Jeff Naugle, called the roll and declared a quorum available.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of Personnel, which included a downgrade, merit increase matrix, new hires, terminations, and vacancies.

The Commissioners also engaged in informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mr. Naugle: While Pennsylvania Turnpike Commission Meetings are held in person, the Commission will continue to post information on its website for those who wish to attend the meeting virtually. In the coming months, the Pennsylvania Turnpike Commission will transition its virtual meeting option from WebEx to Teams. Due to this change, if you wish to virtually join the Commission meetings, you will need to use the Teams link that will be provided on the Commission’s website; dialing into Commission meetings via telephone will not be an option in Teams. Today’s meeting is being recorded and the Commission will post the recording on its website.

Copies of today’s agenda are located in the Large Board Room for those attending in person. The agenda is also available on the Commission website at least 48 hours in advance of the meeting. The public is welcome to address the Commission regarding items listed on the agenda or other items not listed on the agenda that are within the Commission’s authority or control. In order to conduct an orderly and effective meeting, all persons wishing to address the Commission should have requested time to speak at least 48 hours in advance of this meeting.

We had no requests to address the Commission.

Rock the Capital live streamed the meeting.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held March 19, 2024, be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



COMMUNICATION

Motion-That the Commission approve the memo received from the Chief Counsel-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



PERSONNEL

Motion-That the Commission approve personnel as submitted-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



LINE OF CREDIT

Motion-That the Commission approve the issuance of the Pennsylvania Turnpike Commission's Turnpike Revolving Line of Credit (PNC Bank, National Association), in one or more series or sub-series, fixed or floating rate, taxable or tax-exempt under its amended and restated trust indenture dated as of March 1, 2001, in an aggregate principal amount not to exceed 200,000,000, in a single issuance or from time to time, for the purpose of funding or refinancing costs including general working capital needs of the Commission, including funding/reimbursing necessary reserves and the payment of debt service on outstanding Turnpike Revenue Bonds, and authorize the execution, delivery and distribution of the following, if necessary: (1) one or more supplemental trust indentures; (2) one or more line of credit agreements; (3) one or more line of credit notes; (4) one or more note purchase contracts; and (5) any other necessary or appropriate documents or certificates; authorize the execution and delivery of any related agreements; authorize the taking of further action; repealing inconsistent resolutions; providing for the appointment of note counsel (Saul Ewing), and/or other professionals; providing for the appointment of the co-financial advisors (Phoenix Capital Partners, LLP; Public Resources Advisory Group, Inc.); and declaring that this resolution shall be liberally construed-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of Amendments and Agreements for the items listed in memos "a" through "f":

- a. Assignment Agreement with Apple Automotive (Apple) to assign its active purchase orders to Ciocca Automotive (Ciocca) due to Ciocca's acquisition of Apple; and authorize the appropriate Commission officials to execute the Assignment Agreement, as reviewed and approved by the Legal Department;
- b. Gas and Oil Lease with Range Resources-Appalachia, LLC to lease 9.9073 acres of the Commission right-of-way and surplus property in Cecil Township to explore, develop and produce oil and gas down to the Utica Shale Formation; and authorize the appropriate Commission officials to execute the agreement, as reviewed and approved by the Legal Department;
- c. Amendment to our Lease Agreement with TransCore for leasing space at 300 East Park Drive (EPD) for the Customer Service Center; exercising the option to renew the agreement for an additional five (5) years (June 2024 - May 2029); and authorize the appropriate Commission officials to execute the renewal agreement as prepared by the Legal Department;
- d. Amendments to our Agreement with Kapsch TrafficCom USA, Inc. for E-ZPass contract equipment including on-board units; to modify or update certain terms and conditions;

- e. Amendment to our Agreement with Acrisure, LLC d/b/a North American Insurance Management (NAIMC) for insurance consulting and other related insurance overview services; exercising the option to renew the agreement for an additional year (September 2024 - September 2025); at a cost of \$30,000.00;
- f. Lease Agreement with CH&N Site Construction (CH&N) to permit CH&N to lease Commission owned property on Rochester Rd., in Cranberry Township, PA for five (5) years with three, two-year (2) renewals; the monthly lease payment is \$7,000.00 with a 3% annual escalator.

-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



CHANGE ORDERS

Motion – That the Commission approve the Change Orders and Final Payments for the items listed in listed in memos “a” through “f”:

- a. Change Order #4 and Final Payment for Contract #A-070.60F001-3-02 for construction of the Eastern Training Facility at MP A70.60 with Wilmer R. Schultz, Inc.; for an increase of \$1,113.40 to finish the column bases, and a 94-day time extension to complete work on the propane and septic systems; for a final contract value of \$2,133,801.81 and final amount due to the contractor of \$11,113.40;
- b. Change Order #3 and Final Payment for Contract #A-070.60F001-3-03 for plumbing work for the Eastern Training Facility at MP A70.60 with K.C. Mechanical Service, Inc.; for a 94-day time extension to complete work on the propane and septic systems; for a final contract value of \$315,554.37 and final amount due to the contractor of \$15,777.72;
- c. Change Order #2 and Final Payment for Contract #A-070.60F001-3-04 for electrical work for the Eastern Training Facility at MP A70.60 with Carr & Duff, Inc.; for a 94-day time extension to complete work on the propane and septic systems; for a final contract value of \$359,701.67 and final amount due to the contractor of \$25,110.08;
- d. Change Order #2 and Final Payment for Contract #A-070.60F001-3-05 for HVAC work for the Eastern Training Facility at MP A70.60 with K.C. Mechanical Service, Inc.; for a 94-day time extension to complete work on the propane and septic systems; for a final contract value of \$237,500.00 and final amount due to the contractor of \$11,875.00;
- e. Change Order #1 and Final Payment for Contract #EN-00151-03-08 for durable payment markings between MP A31.34 and MP A130.64 with Guidemark, Inc.; for a decrease of \$666,154.80 to reflect the actual cost of the completed work authorizations; for a final contract value of \$2,333,845.20 and final amount due to the contractor of \$116,692.26;
- f. Change Order #1 and Final Payment for Contract #T-333.28R001-3-02 for asphalt resurfacing for the Norristown Interchange with J.D. Eckman, Inc.; for a decrease of \$125,081.44 necessary for

normal quantity adjustments, concrete repairs, rock blanket, detour signs, hood plate replacement, concrete barrier, mobilization, topsoil and pavement markings; for a final contract value of \$3,242,504.13 and final amount due to the contractor \$122,236.56.

-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



ADVERTISING

Motion – That the Commission approve advertising for Contract #T-319.00R002-3-02 for asphalt resurfacing between MP 319.33 and MP 322.22 -was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approve the Change Orders and the Issuance of Purchase Orders for the items listed in memos “a” through “f”:

- a. UPS preventive maintenance and repair contract for the Schneider UPS systems (formerly APC/MGE) with Mechanical X Advantage LLC; for five (5) years (through April 30, 2029); at a cost of \$541,916.00;
- b. Dell PowerEdge R660 and R860 servers for the new WRO Data Center with DELL Marketing LP; at a cost of \$1,107,733.60;
- c. Cisco network devices for the Roadway Internet of Things (IoT) lab located at the Central Office, utilizing the Commonwealth’s contract with ePlus Technology, Inc.; at a cost of \$263,457.51;
- d. Meraki VPN software support, exercising the option to renew the agreement for an additional three (3) years (September 2024 - September 2027) with ePlus Technology, Inc.; at a cost of \$224,819.82;
- e. Isilon by Park Place Hardware maintenance contract for Dell/EMC Isilon storage devices, exercising the option to renew the agreement for an additional year (April 12, 2024 - April 11, 2025) with ePlus Technology, Inc.; at a cost of \$54,804.00;
- f. Pure storage service for all virtual machines housed at WRO; exercising the option to adjust the amount of storage with SHI International Corp.; at a cost of \$151,879.05.

-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



AWARD OF SERVICES

Motion – That the Commission approve the award of services and authorize the negotiations and execution of an agreement with the selected firms for the items listed in memos “a” and “b”:

- a. RFP #10783, Logo Sign Program Administrator; the highly recommended firm:
 - Travelers Marketing, LLC

Staff Briefing by Tom Macchione

The Commission has selected Travelers Marketing, LLC for award based on the Commission’s determination that the firm’s proposal is advantageous to the Commission as determined by the Commission based on its review of all materials submitted and the firm’s performance history for the Commission.

-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.

- b. RFP #11662, Contracted Spill Response Services for Area 4 (MP 286.10 to the Delaware River Bridge and MP A20.00 to MP A57.00); the highly recommended firm:
 - Lewis Environmental LLC

Staff Briefing Tom Macchione

The Commission has selected Lewis Environmental LLC for award based on the Commission’s determination that the firm’s proposal is advantageous to the Commission as determined by the Commission based on its review of all materials submitted and the firm’s performance history for the Commission.

-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



AWARD OF CONTRACT

Motion-That the Commission approve the Award of Contract #EN-00115-03-22 for construction of tolling facilities between MP 180.00 and MP 236.00 to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$17,750,000.00 and a contingency of \$1,000,000.00 -was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, April 16, 2024 beginning at 11:00 a.m.



POST FORMAL

Craig Shuey, COO, recognized Tom Macchione, Director of Traffic Engineering & Operations, who gave a presentation on the Automatic Work Zone Safety program. Mark Compton, CEO, thanked the Commissioners for their support; and thanked the safety team for their efforts on the program.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:25 a.m. -was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Asst. Secretary Treasurer

Dr. Keith Leaphart
Secretary Treasurer

ATTACHMENT:

Memo received from the Chief Counsel